

INVITATION TO THE ANNUAL GENERAL MEETING OF INVESTIS HOLDING SA

Monday, 29 April 2019

Starts at 10.00 am

Doors open at 9.30 am

Savoy Hotel Baur en Ville,

Festsaal on the first floor,

Poststrasse 12 (near Paradeplatz), 8001 Zurich

AGENDA

- 1. Approval of the 2018 business review, financial statements and consolidated financial statements of Investis Holding SA; acknowledgment of the auditors' reports**

Proposal:

The Board of Directors proposes the approval of the 2018 business review, the financial statements and the consolidated financial statements of Investis Holding SA and to acknowledge the auditors' reports.

2. Appropriation of available earnings; determination of the distribution from capital contribution reserve

2.1 Appropriation of 2018 available earnings

Proposal: The Board of Directors proposes the appropriation of the 2018 available earnings as follows:

in CHF 1,000

Profit brought forward from prior year	29,377
Reclass to reserves for treasury shares	- 6,018
Profit for the year	1,433
Retained earnings available for Annual General Meeting	24,791
Balance to be carried forward	24,791

2.2 Determination of the distribution from capital contribution reserve

Proposal:

Allocation from capital contribution reserve to free reserves and distribution of CHF 2.35 per registered share with a par value of CHF 0.10 up to CHF 30.08 million.

in CHF 1,000

Legal reserve from capital contributions	82,459
Distribution ¹⁾	
– 12,715,149 shares ranking for dividends as at 4.4.2019	29,881
– 84,851 treasury shares reserved for the employee share plan as at 4.4.2019	199
Total distribution	30,080

1) The Company will not make this distribution against capital contribution reserve on treasury shares that are held at the time of distribution and that are reserved for the employee share plan. The amount due on the shares is allocated to legal reserves from capital contributions.

The payment is to be made on 6 May 2019 (value date).

3. Discharge to the members of the Board of Directors and the Executive Board

Proposal:

The Board of Directors proposes that discharge is to be granted to the members of the Board of Directors and the Executive Board for their activities in the 2018 financial year.

4 Elections

4.1 Election of the members of the Board of Directors

Proposal:

The Board of Directors proposes re-election of the following Board members, each for a term of one year ending at the conclusion of the next ordinary General Meeting:

4.1.1 Albert Baehny

4.1.2 Stéphane Bonvin

4.1.3 Riccardo Boscardin

4.1.4 Thomas Vettiger

All elections are to be carried out individually. The CVs of the members proposed for re-election to the Board of Directors can be found on the Investis website (www.investisgroup.com/en/profile).

4.2 Election of the Chairman of the Board of Directors

Proposal:

The Board of Directors proposes re-election of Riccardo Boscardin as Chairman for a term of one year ending at the conclusion of the next ordinary General Meeting.

4.3 Election of the members of the Compensation Committee

Proposal:

The Board of Directors proposes re-election of the following Board members of the Compensation Committee, each for a term of one year up to the conclusion of the next ordinary General Meeting:

4.3.1 Albert Baehny

4.3.2 Riccardo Boscardin

All elections are to be carried out individually.

4.4 Election of the independent proxy

Proposal:

The Board of Directors proposes election of Law office Keller GP, Alfred-Escher-Strasse 11, 8027 Zurich, as independent proxy for a term of one year ending with the conclusion of the next ordinary General Meeting.

4.5 Election of PricewaterhouseCoopers AG, Berne, as the statutory auditor

Proposal:

The Board of Directors proposes re-election of PricewaterhouseCoopers AG, Berne, as the statutory auditor for a term of one year.

5. Compensation

5.1 Advisory vote on the 2018 Compensation Report

Proposal:

The Board of Directors proposes acceptance of the 2018 Compensation Report (advisory vote).

Explanation:

The 2018 Compensation Report provides an overview of the compensation principles and programmes applicable to the Board of Directors and the Executive Board of the Investis Group, as well as details related to the compensation awarded to these two bodies for the 2018 financial year. The vote on the 2018 Compensation Report is consultative and is conducted in line with the recommendations of the “Swiss Code of Best Practice for Corporate Governance”. The Compensation Report 2018 is available under the following link www.investisgroup.com/nc/en/investors.

5.2 Approval of the maximum total amount for the compensation of the Board of Directors for the term up to the next ordinary General Meeting

Proposal:

The Board of Directors proposes the approval of an unchanged maximum total amount of CHF 0.5 million for the compensation of the members of the Board of Directors for the period up to the next ordinary General Meeting.

Explanation:

The Board Member Stéphane Bonvin is compensated solely for his services as Chief Executive Officer (CEO).

The annex sets out further details in relation to this proposal.

In addition, the compensation system of Investis is described in the Compensation Report www.investisgroup.com/nc/en/investors.

5.3 Approval of the maximum total amount for the compensation of the Executive Board for the 2020 financial year

Proposal:

The Board of Directors proposes the approval of an unchanged maximum total amount of CHF 4.5 million for the compensation of all members of the Executive Board for the 2020 financial year.

Explanation:

The annex sets out further details in relation to this proposal.

In addition, the compensation system of Investis is described in the Compensation Report www.investisgroup.com/nc/en/investors.

6. Miscellaneous

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ANNEX

Annex to agenda item 5: Compensation

5.2 Approval of the maximum aggregate compensation amount for the members of the Board of Directors for the period until the next ordinary General Meeting

Proposal:

The Board of Directors proposes the approval of an unchanged maximum aggregate compensation amount of CHF 0.5 million for the period until the next ordinary General Meeting.

Explanation:

This binding vote is conducted in compliance with the provisions of the Ordinance against Excessive Compensation with respect to Listed Companies (OaEC) and pursuant to Art. 20 of the Articles of Association of Investis.

The members of the Board of Directors receive a fixed compensation only, half of which is awarded in shares subject to a blocking period of three years. They are neither eligible to variable or performance-based compensation nor entitled to participate in the pension benefit plans of Investis Holding SA. The compensation of the Board of Directors is paid as summarised below:

Annual fixed retainer		Delivery
	in CHF	
Chairman of the Board of Directors	160,000	50% in cash and 50% in restricted shares (3 years)
Member of the Board of Directors	80,000	50% in cash and 50% in restricted shares (3 years)

The following table illustrates the composition of the proposed maximum aggregate amount of CHF 0.5 million for the compensation of the Board of Directors for the period until the next ordinary General Meeting.

	Approved maximum compensation 2018–2019	Compensation 2018–2019	Proposed maximum compensation 2019–2020
Number of members ¹⁾	4	4	4
Number of members compensated	3	3	3
	in CHF	in CHF	in CHF
Compensation in cash	160,000	160,000	160,000
Compensation in shares	300,000	209,000	300,000
Employer contributions to social security	40,000	27,000	40,000
Total compensation	500,000	396,000	500,000

1) whereas three non-executive members

The proposed maximum aggregate amount is calculated assuming that all proposed individuals are being elected as members of the Board of Directors at the 2019 ordinary Annual General Meeting. The member of the Board of Directors Stéphane Bonvin is compensated for his role as Chief Executive Officer (CEO) only. The proposed maximum aggregate amount includes the cash compensation, the value of the annual retainer paid in restricted shares and the mandatory social security contributions made by the employer (for the restricted shares, calculated on the value at grant). The actual compensation payout is disclosed in the Compensation Report of the respective year, which is submitted to a consultative shareholder vote.

Further information to the compensation of the Board of Directors can be found in the Compensation Report 2018 www.investisgroup.com/nc/en/investors.

5.3 Approval of the maximum aggregate compensation amount for the members of the Executive Board for the 2020 business year

Proposal:

The Board of Directors proposes approval of an unchanged maximum aggregate compensation amount of CHF 4.5 million for the compensation of all members of the Executive Board for the 2020 financial year.

Explanation:

The binding vote is conducted in compliance with the Ordinance against Excessive Compensation with respect to Listed Companies (OaEC) and pursuant to Art 20 of the Articles of Association of Investis.

The compensation policy of Investis is driven by the pay-for-performance philosophy. The overall compensation of the members of the Executive Board consists of a fixed and a variable compensation. The fixed component fluctuates between 60 and 70% of the total compensation. The fixed compensation is entirely paid in cash.

The variable component shall be measured by the following components:

“G” Growth – is directly related to the revenue development

“O” Operating Profit – is directly related to the EBIT performance

“N” Net Profit – is directly related to the consolidated net profit of the Investis Group

Each of the components mentioned above accounts for one third of the targeted variable compensation amount.

Elements of compensation of the Executive Board:

Base salary (fix)	Reflects the function and scope of responsibilities, as well as the personal profile of the incumbent (experience and skill set). Delivered in cash on a monthly basis and representing 60 to 70 % of the overall compensation.
Variable compensation	Rewards performance and the achievement of business, financial and personal objectives over a one-year period. Delivered 50 % in cash and 50 % in form of restricted shares. The allocated shares are subject to a 3-year blocking period.
Social security / pension benefits	Establishes a level of security for the employees and their dependents against risks such as age, death and disability. Tailored to local regulations and market practice.

The following table illustrates the composition of the proposed maximum aggregate amount of CHF 4.5 million for the compensation of the Executive Board for the 2020 financial year.

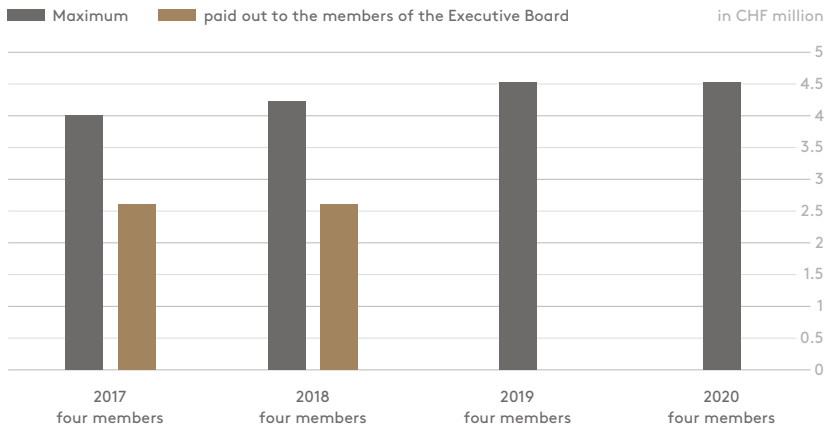
in CHF 1,000	Compensation 2018	Maximum approved amount for the 2019 business year	Maximum amount proposed for the 2020 business year
Basic cash compensation	1,395	1,750	1,750
Variable compensation			
– in cash	339	970	970
– in shares	442	1,090	1,090
Other Benefits	423	690	690
Total	2,599	4,500	4,500

Maximum possible payout under the variable compensation programme if all performance objectives are overachieved.

Other benefits: value of benefits, employer contributions to pension plans and estimated employer contributions to social security calculated on the basis of the maximum potential variable payout in cash and in shares.

Therefore, the maximum aggregate compensation amount submitted to shareholders' vote is potentially much higher than the amount of compensation that will be effectively paid out to the members of the Executive Board based on the performance achieved.

The following table illustrates the remuneration paid out to the members of the Executive Board versus the maximum potential remuneration since the IPO:



ORGANISATIONAL INFORMATION

Annual Report

The 2018 Annual Report (including the 2018 business review, financial statements and the consolidated financial statements of the Investis Holding SA, the auditor's reports and the 2018 compensation report) is available for shareholders to inspect from 28 March 2019 at the main office of the Company, or can be found directly via the link reports.investisgroup.com/18/ar.

Voting rights

All registered shareholders, who are registered on 29 March 2019 in the share register of Investis Holding SA as entitled to vote, will automatically be mailed the invitation to the ordinary Annual General Meeting with the proposals of the Board of Directors.

All registered shareholders who are registered in the share register after 29 March 2018 but before 24 April 2018 will receive the invitation to the ordinary Annual General Meeting by mail after their registration.

Registrations will not be made into the share register from 24 April 2019.

Admission cards

Mail registration

To attend the General Meeting in person, an invitation together with admission cards may be requested with the enclosed “Registration and proxy authorisation” form. The completed and signed form must be sent to the following address:

Investis Holding SA
c/o ShareCommService AG
Europastrasse 29
CH-8152 Glattbrugg

Investis offers its shareholders the option of registering on the IDVS online platform. Shareholders can use IDVS to order their admission cards electronically or grant power of attorney and instructions to the independent proxy regarding the exercise of voting rights. The enclosed “Registration and proxy authorisation” form includes access details for registering.

Electronic registration

To attend the General Meeting in person, admission cards can be ordered on the IDVS online platform.

The admission cards can be collected at the admission desk on the day of the General Meeting upon presentation of the above-mentioned form. Admission cards that have already been issued lose their validity if the corresponding shares are sold prior to the General Meeting.

Proxy and power of attorney

Shareholders who do not wish to attend the General Meeting in person can be represented by a legal representative as follows:

- a) By means of a written power of attorney by a third party who need not be a shareholder: the written power of attorney can be granted directly on the form “Registration and proxy authorisation“. Admission tickets already issued can be transferred retroactively to a representative. In this case, the written power of attorney must be issued on the reverse of the admission cards. The completed and signed admission cards must be transferred to the representative before the ordinary General Meeting.
- b) By means of independent proxy according to Art. 14 of the Articles of Incorporation, Mr. Andreas G. Keller, lawyer, Gehrenholzpark 2g, 8055 Zurich:

To issue power of attorney or instructions on exercising voting to the independent proxy, the completed form “Registration and proxy authorisation” must be signed and submitted to ShareCommService AG or the independent proxy by Thursday, 25 April 2019, at the latest. As an alternative, shareholders can also issue power of attorney and instructions to the independent proxy electronically via the IDVS online platform by Thursday, 25 April 2019, 6 pm at the latest.

If a shareholder issues instructions to the independent proxy in both electronic and written form, then the last instructions received shall be followed.

Voting

Voting at the General Meeting is conducted through electronic voting devices (televoting).

Language

The General Meeting will be held in German and not translated into any other language.

Apéro

Shareholders are cordially invited to join us for refreshments following the meeting.

Investis Holding SA
Dr Riccardo Boscardin
Chairman of the Board of Directors

Zurich, 4. April 2019

Investis Holding SA

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Since parking is limited around Paradeplatz, we recommend shareholders use public transport.

Trams 6, 7, 11 and 13 travel from Zurich main station (stop: Bahnhofstr.) to Paradeplatz in only four minutes. Hotel Savoy is located at Poststrasse 12 on a side street directly by Paradeplatz.

This invitation was originally written in German.

In the case of discrepancies, the German text shall prevail over the English translation.

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